
Section 1: 8-K (8-K)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 15, 2019

Repligen Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-14656
(Commission
File Number)

04-2729386
(IRS Employer
Identification No.)

41 Seyon Street, Bldg. 1, Suite 100, Waltham, MA 02453
(Address of Principal Executive Offices) (Zip Code)

(781) 250-0111
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	RGEN	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The 2019 Annual Meeting of Stockholders (the “Annual Meeting”) of Repligen Corporation (the “Company”) was held on May 15, 2019. Proxies were solicited pursuant to the Company’s proxy statement filed on April 18, 2019, with the Securities and Exchange Commission under Section 14(a) of the Securities Exchange Act of 1934, as amended.

The number of shares of the Company’s common stock, \$0.01 par value per share (“Common Stock”), entitled to vote at the Annual Meeting was 44,073,998. The number of shares of Common Stock present or represented by valid proxy at the Annual Meeting was 42,316,427, representing 96.01% of the total number of shares of Common Stock entitled to vote at the Annual Meeting. Each share of Common Stock was entitled to one vote with respect to matters submitted to the Company’s stockholders at the Annual Meeting.

At the Annual Meeting, the Company’s stockholders were asked (i) to elect the Company’s Board of Directors, (ii) to ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019, and (iii) to vote to approve, on an advisory basis, the compensation paid to the Company’s named executive officers.

The voting results reported below are final.

Proposal 1 – Election of the Board of Directors

Nicolas M. Barthelemy, Glenn L. Cooper, John G. Cox, Karen A. Dawes, Tony J. Hunt, Glenn P. Muir, and Thomas F. Ryan, Jr. were duly elected as the Company’s Board of Directors. The results of the election were as follows:

NOMINEE	FOR	% FOR	AGAINST	% AGAINST	ABSTAIN	% ABSTAIN	BROKER NON- VOTES
Nicolas M. Barthelemy	32,300,035	82.94%	6,634,985	17.04%	7,824	0.02%	3,373,583
Glenn L. Cooper	38,585,227	99.08%	350,453	0.90%	7,164	0.02%	3,373,583
John G. Cox	38,807,800	99.65%	127,768	0.33%	7,276	0.02%	3,373,583
Karen A. Dawes	32,126,552	82.50%	6,808,553	17.48%	7,739	0.02%	3,373,583
Tony J. Hunt	38,748,027	99.50%	186,905	0.48%	7,912	0.02%	3,373,583
Glenn P. Muir	38,732,594	99.46%	201,974	0.52%	8,276	0.02%	3,373,583
Thomas F. Ryan, Jr.	31,640,420	81.25%	7,295,149	18.73%	7,275	0.02%	3,373,583

Proposal 2 – Ratify the Appointment of Independent Registered Public Accounting Firm

The appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019 was ratified. The results of the ratification were as follows:

	FOR	AGAINST	ABSTAIN	BROKER NON- VOTES
NUMBER	42,048,311	260,477	7,639	
PERCENTAGE OF VOTED	99.37%	0.61%	0.02%	

Proposal 3 – Advisory Vote on Compensation of the Named Executive Officers

The compensation paid to the Company's named executive officers was approved on an advisory basis. The results of the vote were as follows:

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON- VOTES</u>
NUMBER	27,210,614	11,714,101	18,129	3,373,583
PERCENTAGE OF VOTED	69.87%	30.08%	0.05%	

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 21, 2019

REPLIGEN CORPORATION

By: /s/ Tony J. Hunt

Tony J. Hunt

President and Chief Executive Officer

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